

**MINUTES OF THE
FINANCE & AUDIT COMMITTEE MEETING OF THE
CONVENTION CENTER AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE &
DAVIDSON COUNTY**

The Finance & Audit Committee Meeting of the Convention Center Authority of the Metropolitan Government of Nashville and Davidson County (CCA) was held on March 28, 2013 at 7:58 a.m. in Room 212 at the Nashville Convention Center, Nashville, Tennessee.

FINANCE & AUDIT COMMITTEE MEMBERS PRESENT: Mark Arnold, Francis Guess, Willie McDonald, and Marty Dickens, Ex-Officio

FINANCE & AUDIT COMMITTEE MEMBERS NOT PRESENT: Ken Levitan

OTHERS PRESENT: Charles Starks, Heidi Runion, Larry Atema, Charles Robert Bone, Ric Miller, Kevin Neugent, Lindy Johnson, Trip Lemineux, Eileen McGinn, Ross Burden, Ryan Johnson, Natasha Blackshear, Kim McDoniel, and Patricia Douglas

The meeting was opened for business by Committee Chair Mark Arnold.

ACTION: Francis Guess made a motion to approve the Finance & Audit Committee minutes of January 31, 2013. The motion was seconded by Willie McDonald and approved unanimously by the committee.

Ric Miller and team were introduced from Willis Insurance to present the operational insurance. (Attachment #1) There was discussion.

ACTION: Francis Guess made a motion to accept the recommendation of the staff on the insurance plan as presented pending the satisfactory response to inquiries discussed. The motion was seconded by Willie McDonald and approved unanimously by the committee.

Eileen McGinn was asked to present the external audit plan for FY 2013 and there was discussion. (Attachment #1)

* Denotes arrival of Marty Dickens

Charles Robert Bone was asked to discuss the operational insurance coverage and there was additional discussion.

Ryan Johnson was asked for an overview on the budget.

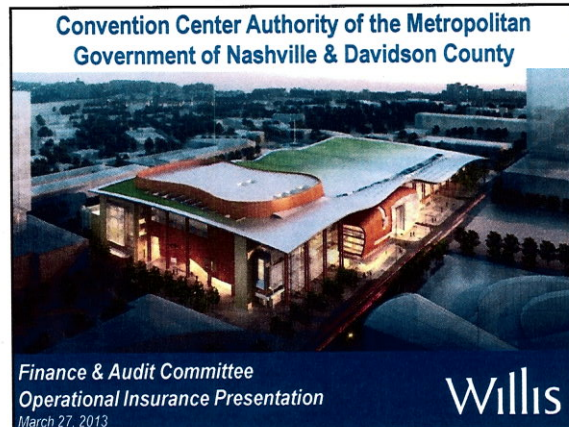
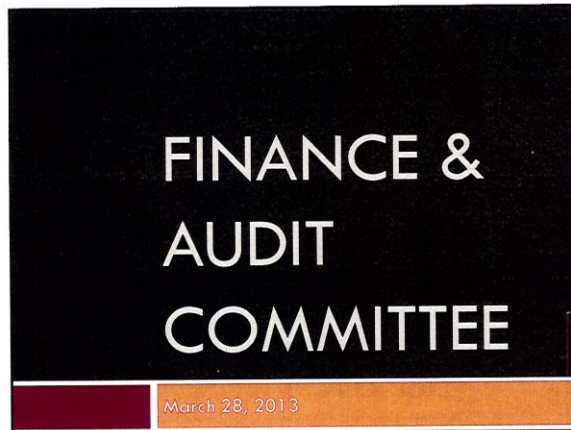
With no additional business a motion was made to adjourn, with no objection the Finance & Audit committee of the CCA adjourned at 9:12 a.m.

Respectfully submitted,

Charles L. Starks
President & CEO
Convention Center Authority

Approved:

Mark Arnold, Chairman
CCA Finance & Audit Committee
Meeting Minutes of March 28, 2013



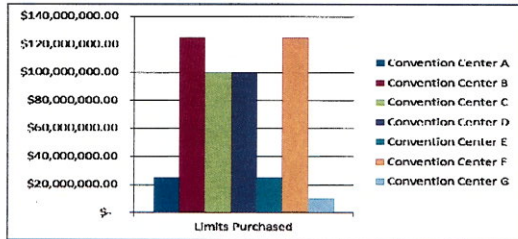
TIMELINE OF RISK MANAGEMENT & INSURANCE FOR OPERATIONS	
Date	
3/15/10 to 4/30/13	Owner Controlled Insurance Program (OCIP) Builder's Risk (property in course of construction program) Project Safety Loss Control Claims Management (Note: OCIP actually continues to 7/31/13 for limited remaining construction activity)
4/17/12	Preparations begin for permanent program Estimates of 1st year events & attendees Payroll Review of safety programs, events services handbook, etc. Review of vendor & other contracts with legal (Bone, McAllester & Norton)
1/7/13 to 4/30/13	Short Term Office Contents, General Liab, Work Comp, Auto & Excess Liab Program to synchronize with substantial completion
9/10/12	Insurer negotiations begin for originally planned 1/7/13 effective date
12/1/12	For numerous benefits to MCC decision made to extend current operations insurance to 4/30/13
1/7/13 to 1/7/14	Public Officials Liability & Crime programs renewed for 12 months
4/30/13 to 4/30/14	Proposed Property, Liability, & related insurance programs to take effect

CASUALTY MARKETS APPROACHED		
Carrier	Lines of Coverage	Response
American Specialty	General Liability, Automobile, Umbrella	Quoted
Travelers	General Liability, Automobile, Workers Compensation, Umbrella	Quoted
FFC	General Liability, Automobile	Indication - too high
Hartford	Workers Compensation	Quoted
Eastern Alliance	Workers Compensation	Indication - too high
Liberty	General Liability, Automobile, Workers Compensation, Umbrella	Declined - class code, new entity
Zurich	General Liability, Automobile, Workers Compensation, Umbrella	Declined - class of business
CNA	General Liability, Automobile, Workers Compensation, Umbrella	Declined - class code, new entity
KeyRisk	Workers Compensation	Declined - class code, new entity
AmTrust	Workers Compensation	Declined - class code, new entity
Berkshire	Workers Compensation	Declined - class code, new entity
Beazley	Privacy	Indication
CNA	Excess Liability	Quoted
Navigators	Excess Liability	Pending
FFC	Excess Liability	Quoted
Great American	Excess Liability	Pending
Professional Governmental Underwriters	Public Officials Liability	Round
ACE	Excess Public Officials Liability	Quoted
Travelers	Public Officials Liability	Declined - not a market
AWAC	Public Officials Liability	Declined - class of business
Arch	Public Officials Liability	Declined - class of business
Chubb	Public Officials Liability	Declined - cannot complete
Navigators	Public Officials Liability	Declined - class of business
Hartford	Public Officials Liability	Declined - class of business
AmWins	Excess Public Officials Liability	Indication - high
Chubb	Excess Public Officials Liability	Indication - high
Travelers	Crime	Round
ACE	Crime	Quoted
Liberty	Crime	Indication - high
Chubb	Crime	Declined - class of business

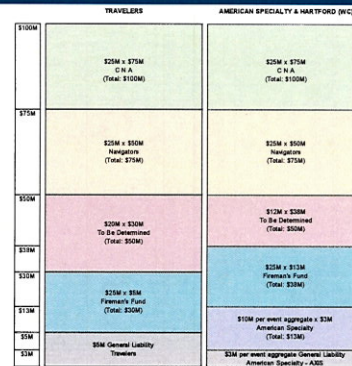
PROPERTY MARKETS APPROACHED		
Carrier	Lines of Coverage	Response
Travelers	Monoline Property	Quoted
Hartford	Monoline Property	Quoted
Liberty	Monoline Property	Quoted
Zurich	Monoline Property	Quoted
CNA	Monoline Property	Could not meet targets
FFC	Monoline Property	Quoted
Affiliated FM	Monoline Property	Could not meet targets

SUMMARY OF EXPOSURES BASES USED TO NEGOTIATE INSURANCE PROGRAMS & PREMIUMS (4/30/13 TO 4/30/14)	
Projected Events	27
Projected Attendance	199,929
Projected Parking Revenues	\$4,313,848
# of Employees	
Full Time	148
Part Time	Varies
Estimated Payrolls (MCC only)	\$5,655,925
Initially included catering exposures before Centerplate was contracted	

2013 EXCESS LIABILITY BENCHMARK REPORT



LIABILITY TOWERS



Note: The above only applies to the General Liability underlying coverage. Automobile, Employee Benefits Liability and Liquor Liability are not included.

PROPERTY INSURANCE ACTIVITIES

Building/Personal Property Replacement Value **\$417,000,000**
 Business Interruption/Extra Expense **\$20,000,000**
 Policy Blanket limit (per occurrence) **\$437,000,000**

Revenue stream predominantly hotel/motel and rental car taxes, so Business Interruption Exposure is minimized

30 page underwriting submission prepared by Willis

Realistically, 7 insurers can single handedly insure a structure of this value

All 7 insurers engaged in a "feeding frenzy" due to quality and location of building

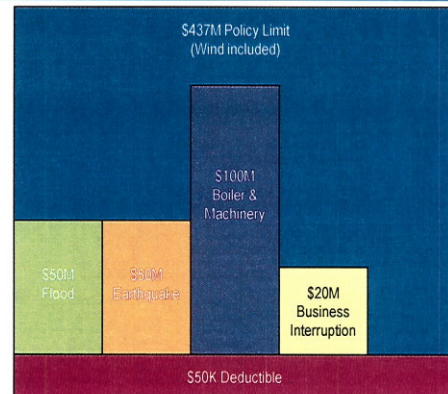
Significant underwriting, even with such quality

- # underwriter meetings and conversations 150+
- Brought all insurer Risk Control Engineers in for one large presentation and tour
 - # of advance questions 75+
 - # of post tour question 35+
 - Probably saved 40+ hours through this single meeting
- Charles Starks and Jim Greer most appreciated for their involvement

Reviewed with metro option of entering their master program

- Cost savings possible
- Coverage and limits inadequacies possible with Metro program
- Authority could be left with inadequate coverage with multiple properties claim due to metro policy loss limit
- Authority controlled program allows for leveraging premiums/coverage on other insurance lines

PROPERTY PROGRAM STRUCTURE



The Convention Center Authority, of Travelers					
(\$50,000 Deductible option)					
Property	Travelers	Travelers	Travelers	Travelers	Travelers
(recommended)	(recommended)	(recommended)	(recommended)	(recommended)	(recommended)
Exposure - Total Insured Values	\$437,000,000	\$437,000,000	\$437,000,000	\$437,000,000	\$437,000,000
Premium	\$254,326	\$253,421	\$254,942	\$252,200	\$250,000
Rate Per \$100 in values	\$0.0587	\$0.0580	\$0.0583	\$0.0577	\$0.0641
TRIA (Optional)	\$5,000	\$3,311	\$7,354	\$7,800	
Total	\$261,326	\$256,732	\$262,296	\$260,000	\$250,000

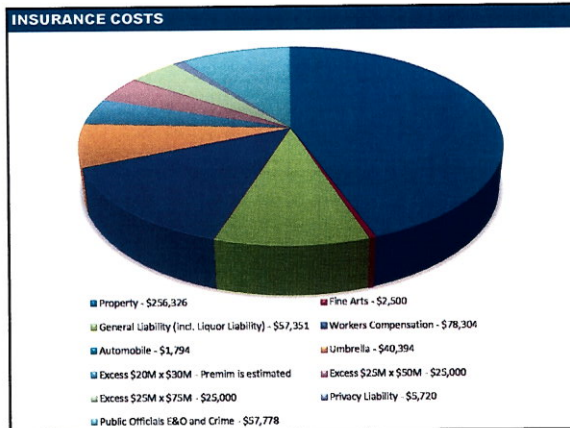
***Taxes and Surcharges not shown above**

The Convention Center Authority, of Travelers					
(\$100,000 Deductible option)					
Property	Travelers	Travelers	Travelers	Travelers	Travelers
(recommended)	(recommended)	(recommended)	(recommended)	(recommended)	(recommended)
Exposure - Total Insured Values	\$437,000,000	\$437,000,000	\$437,000,000	\$437,000,000	\$437,000,000
Premium	\$231,504	\$245,149	\$218,555	\$240,560	\$264,500
Rate Per \$100 in values	\$0.0530	\$0.0561	\$0.0500	\$0.0552	\$0.0605
TRIA (Optional)	\$5,000	\$3,311	\$6,284	\$7,440	
Total	\$236,504	\$248,460	\$224,839	\$248,000	\$264,500

***Taxes and Surcharges not shown above**

Line of Business	Carrier	A.M. Best Rating	Premium
Property	Travelers	A+, XV	\$256,326
Fine Arts	AXA Art Insurance	A, VI	\$2,500
General Liability (incl. Liquor Liability)	Travelers	A+, XV	\$57,351
Workers Compensation	Travelers	A+, XV	\$78,304
Automobile	Travelers	A+, XV	\$1,794
Umbrella \$25M x \$5M	Fireman's Fund	A, XV	\$40,394
Excess \$20M x \$30M - Pending	TBD - Premium is estimated	A, XII	\$25,000
Excess \$25M x \$50M	Navigator	A, X	\$25,000
Excess \$25M x \$75M	CNA	A, XV	\$25,000
Privacy Liability	Beazley	A, XV	\$5,720
Public Officials E&O and Crime	AWAC/ACE/Travelers	A, XV / A+, XV / A+, XV	\$57,778
Total Premium			\$575,167
Budgeted Premium			\$654,000
Difference			-\$78,833

Optional TRIA not included



FINANCE & AUDIT COMMITTEE

March 28, 2013

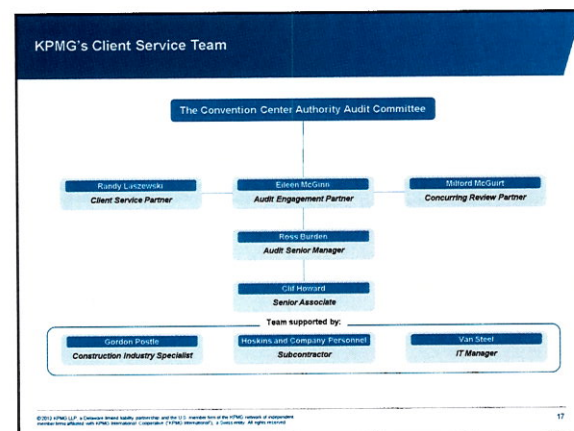


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Management and KPMG Responsibilities

Management Responsibilities	KPMG Responsibilities
<ul style="list-style-type: none"> Establishing proper tone/culture/ethics and adopt sound policies. Establishing and maintaining internal control, including controls to prevent, deter and detect fraud. Disclosing to the Audit Committee and KPMG any significant deficiencies in internal control and fraud involving those with significant roles in internal controls. 	<ul style="list-style-type: none"> Forming and expressing an opinion about whether the financial statements, which have been prepared by management under the oversight of those charged with governance, are presented fairly, in all material respects, in conformity with generally accepted accounting principles. Conducting an audit in accordance with professional standards and Government Auditing Standards. Complying with the Code of Professional Conduct adopted by the American Institute of Certified Public Accountants (AICPA). Complying with the ethical standards of state CPA society, state board of accountancy, and other regulators. Planning and performing an audit with an attitude of professional skepticism. Communicating all required information to management and to the Audit Committee.

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KPMG Independence

- KPMG has established an integrated and comprehensive system of quality control over independence that includes a framework of detailed policies and procedures supported by sophisticated, web-based, electronic systems and a dedicated group of experienced professionals to provide technical guidance and support.
- Our system seeks to ensure compliance with all guidelines established by the AICPA Independence Standards Board and Government Accountability Office including:
 - Restrictions on financial interests in the debt securities of the Convention Center
 - Restrictions on consulting and information technology services, as well as placing restrictions on the types of "non-audit" services that can be provided by KPMG
 - Annually report to the Audit Committee the status of KPMG's independence with respect to the Convention Center
- KPMG is compliant with all established independence guidelines.

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Audit Scope

Applicable financial reporting framework	Accounting principles generally accepted in the United States of America
Scope of work	Audit of financial statements and issuance of other deliverables as of and for the year ending June 30, 2013
Applicable auditing standards	<ul style="list-style-type: none"> Auditing standards generally accepted in the United States of America as issued by the Auditing Standards Board of the American Institute of Certified Public Accountants Government Auditing Standards, issued by the Comptroller General of the United States

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Reports and Other Deliverables

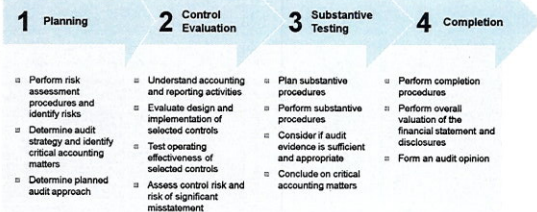
Audit Reports	Anticipated Release
<ul style="list-style-type: none"> Auditors' report on the consolidated financial statements of the Convention Center 	November 2013
Other Deliverables	Anticipated Release
<ul style="list-style-type: none"> Material written communications between KPMG and management 	November 2013

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Fiscal Year 2013 Audit Plan

KPMG's four phase audit approach for 2013 is outlined below. This includes planning, control evaluation, substantive testing and completion, as illustrated below:



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Fiscal Year 2013 Audit Time Line

	May	June	July	Aug	Sep	Oct
Planning Fieldwork						
Control Evaluation Fieldwork						
Substantive testing fieldwork						
Adjustments and corrections to financial statements						
Completion of financial statements (Anticipated release is November of 2013)						

Note: An emphasis during interim fieldwork for FY 2013 will entail evaluating the effectiveness of the control structure in place over recognition of facility operating revenues and related expenses as the facility will be open for business during fiscal year 2013.

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Audit Approach for High-Volume Accounts and Disclosures

High Volume Transaction Classes	Planned Audit Approach
<ul style="list-style-type: none"> Capitalizing and tracking of final construction related expenditures Compensation of employees Purchasing and disbursements Recording of tax revenue allocations Facility operating revenue streams (rentals, parking, food and beverage) Recording of depreciation expense (for the period of time the facility is open during FY 2013) 	<ul style="list-style-type: none"> Evaluate design and test the effectiveness of controls around the class of transactions Analyze key performance indicators Confirm with external parties where applicable Examine underlying supporting documentation (contracts, invoices, etc.) and determine compliance with relevant accounting literature Design and perform various substantive tests Utilize KPMG specialized internal resources as appropriate

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Recently Issued Applicable Accounting Standard

GASB Statement No. 63, Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position

- Effective as of June 30, 2013
- This Statement is intended to improve financial reporting by providing citizens and other users of state and local government reports with information about how past transactions will continue to impact a government's financial statements in the future.
- Definitions
 - **Deferred outflow of resources**
 - A consumption of net assets by the government that is applicable to a future period.
 - Has a natural "debit" balance and is reported similar to assets.
 - **Deferred inflow of resources**
 - An acquisition of net assets by the government that is applicable to a future reporting period.
 - Has a natural "credit" balance and is reported similar to liabilities.
 - **Net position**
 - The residual of all elements presented in a financial position statement.

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Recently Issued Applicable Accounting Standard (Continued)

- Report each of the financial position elements in a separate section in the statements of financial position in the following order:
 - Assets,
 - Deferred Outflows of Resources,
 - Liabilities,
 - Deferred Inflows of Resources, and
 - Net Position.

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KPMG Ethics and Compliance Hotline 1-877-576-4033

Hotline Purpose – To provide a confidential, non-retaliatory and anonymous hotline for the good faith reporting of concerns about possible violations of law, professional and ethical standards, and KPMG policy.

Hotline Scope – The Hotline is available to all firm partners and employees, as well as clients, contractors, vendors, and others in a business relationship with KPMG, including other KPMG member firms whose partners and employees may be working with the U.S. firm on engagements with U.S. clients.

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Appendix A:

Audit Committee Priorities for 2013

KPMG Contact Information

KPMG Audit Partner contact details:

Eileen McGinn
KPMG LLP
(615) 248 5619
emcginn@kpmg.com

KPMG Senior Manager contact details:

Ross Burden
KPMG LLP
(615) 248 5569
dburden@kpmg.com

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